

**BALL JANIK LLP**

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RECORDATION NO. 23296-L FILED

MAY 22 '01 12:04 PM

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

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May 22, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of May 16, 2001. The primary document to which this is connected is recorded under Recordation No. 23296. We request that one copy of this document be recorded under Recordation No. 23296-L.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Assignee:

Keycorp Leasing, a Division of Key Corporate Capital Inc.  
54 State Street  
9<sup>th</sup> Floor  
Albany, NY 12207

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 168 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200417, 200419, 200421, 200427-200440, inclusive, 200442-200448, inclusive, 200450-200452, inclusive, 200454-200456, inclusive, 200460, 200462-200464, inclusive, 200466-200469, inclusive, 200471-200474, inclusive, 200476-200490, inclusive,

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Honorable Vernon A. Williams  
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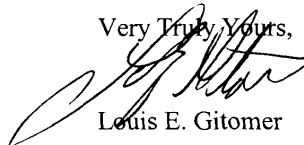
200492, 200493, 200495, 200501-200524, inclusive, 200526-200529, inclusive, 200548, 201207-201209, inclusive, 201211-201213, inclusive, 201215-201284, inclusive, 201286, 201288, and 201290.

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Keycorp Leasing, a Division of Key Corporate Capital Inc., 54 State Street, 9<sup>th</sup> Floor, Albany, NY 12207, covering 168 286,000 pound 6,221 cubic feet specialty covered hopper cars numbered FPAX 200417, 200419, 200421, 200427-200440, inclusive, 200442-200448, inclusive, 200450-200452, inclusive, 200454-200456, inclusive, 200460, 200462-200464, inclusive, 200466-200469, inclusive, 200471-200474, inclusive, 200476-200490, inclusive, 200492, 200493, 200495, 200501-200524, inclusive, 200526-200529, inclusive, 200548, 201207-201209, inclusive, 201211-201213, inclusive, 201215-201284, inclusive, 201286, 201288, and 201290.

Very Truly Yours,



Louis E. Gitomer

Enclosures

## ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of ~~April 23~~ <sup>may 16</sup> 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC. ("Assignee").

Assignor and Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation (collectively, "Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of March 30, 2001 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Railcar Master Lease Agreement dated as of September 29, 2000. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23296-E with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on March 30, 2001, at 9:19 a.m. and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on March 30, 2001 at 10:20 a.m.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.


IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING  
CORPORATION

RECORDATION NO. 23296-E FILED

MAY 22 '01 2-04 PM

SURFACE TRANSPORTATION BOARD

By:   
Name: CONSTANCE W. LANCASTER  
Title: 1st VICE PRESIDENT

KEYCORP LEASING, A DIVISION OF KEY  
CORPORATE CAPITAL INC.

By:   
Name: TODD A. EHNIGER  
Title: VICE PRESIDENT

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

On this 17<sup>th</sup> day of May, 2001 before me appeared Constance W. Lancaster,  
the person who signed this instrument, who acknowledged that (s)he is the First Vice President of  
LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he  
signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

Regina M. McManus  
Notary Public

My commission expires:

10/1/04

STATE OF New York )  
 ) ss.  
COUNTY OF Washington )

On this 16<sup>th</sup> day of May, 2001 before me appeared Todd Ehninger,  
the person who signed this instrument, who acknowledged that he is the Vice President  
of KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC. and that,  
being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Donna L. Corcoran  
Notary Public

My commission expires:

Dec. 20, 2001

**DONNA L. CORCORAN**  
Notary Public of the State of NY  
Qualified in Washington County  
Reg. No. 01CO6084869  
Commission Expires 12/20/2001